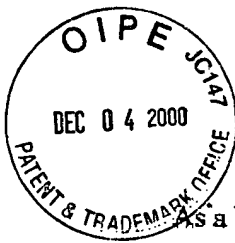


Customer No.: 22186

Attorney Docket No.: Banerjee 6-8-10-5



IN THE UNITED STATES
PATENT AND TRADEMARK OFFICE

Declaration and Power of Attorney

I, as a below named inventor, I hereby declare that:

My residence, post office address, and citizenship are as stated below next to my name.

I believe I am the first, original, and sole inventor (if only one name is listed below) or a first, original, and joint inventor (if multiple names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled **Transmission Rate Compensation For A Digital Multi-Tone Transceiver**, the specification of which is being filed under the above-identified Attorney Docket Number.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by an amendment, if any, specifically referred to in this oath or declaration.

I acknowledge the duty to disclose all information known to me which is material to patentability as defined in Title 37, Code of Federal Regulations, 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

None

I hereby claim the benefit under Title 35, United States Code, 119(e) of any United States provisional application(s) identified below:

None

I hereby claim the benefit under Title 35, United States Code, 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, 112, I acknowledge the duty to disclose all information known to me to be material to patentability as defined in Title 37, Code of Federal Regulations, 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

None

Customer No.: 22186

-2-

Attorney Docket No.: Banerjee 6-8-10-5

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

I hereby appoint the following attorney(s) with full power of substitution and revocation, to prosecute said application, to make alterations and amendments therein, to receive the patent, and to transact all business in the Patent and Trademark Office connected therewith:

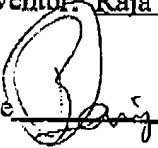
Thomas J. Bearn	(Reg. No. 44528)
Lester H. Birnbaum	(Reg. No. 25830)
Richard J. Botos	(Reg. No. 32016)
Jeffery J. Brosemer	(Reg. No. 36096)
Kenneth M. Brown	(Reg. No. 37590)
Donald P. Dinella	(Reg. No. 39961)
Guy Eriksen	(Reg. No. 41736)
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Barry H. Freedman	(Reg. No. 26166)
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Michael A. Morra	(Reg. No. 28975)
Gregory J. Murgia	(Reg. No. 41209)

Customer No.: 22186

-3- Attorney Docket No.: Banerjea 6-8-10-5

Claude R. Narcisse	(Reg. No. 38979)
Joseph J. Opalach	(Reg. No. 36229)
Neil R. Ormos	(Reg. No. 35309)
Eugen E. Pacher	(Reg. No. 29964)
Jack R. Penrod	(Reg. No. 31864)
Gregory C. Ranieri	(Reg. No. 29695)
Scott J. Rittman	(Reg. No. 39010)
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Ronald D. Slusky	(Reg. No. 26585)
David L. Smith	(Reg. No. 30592)
Ozer M. N. Teitelbaum	(Reg. No. 36698)
John P. Veschi	(Reg. No. 39058)
David Volejnicek	(Reg. No. 29355)
Charles L. Warren	(Reg. No. 27407)
Jeffrey M. Weinick	(Reg. No. 36304)
Eli Weiss	(Reg. No. 17765)

I hereby appoint the attorney(s) on ATTACHMENT A as associate attorney(s) in the aforementioned application, with full power solely to prosecute said application, to make alterations and amendments therein, to receive the patent, and to transact all business in the Patent and Trademark Office connected with the prosecution of said application. No other powers are granted to such associate attorney(s) and such associate attorney(s) are specifically denied any power of substitution or revocation.

Full name of 1st inventor: Raja BanerjeaInventor's signature:  Date: 11/28/2000Residence: Edison, Middlesex County, New JerseyCitizenship: IndiaPost Office Address: 611 Limelight Court
Edison, New Jersey 08820

Customer No.: 22186

-4-

Attorney Docket No.: Banerjee 6-8-10-5

Full name of 2nd inventor: Bahman Barazesh

Inventor's signature  Date 11/28/2000

Residence: Marlboro, Monmouth County, New Jersey

Citizenship: France

Post Office Address: 17 Weathervane Way
Marlboro, New Jersey 07746

Full name of 3rd inventor: Tony S. El-Kik

Inventor's signature _____ Date _____

Residence: Allentown, Lehigh County, Pennsylvania

Citizenship: USA

Post Office Address: 3869 Wedgewood Road
Allentown, Pennsylvania 18104

Full name of 4th inventor: Kannan Rajamani

Inventor's signature  Date 11/28/2000

Residence: Edison, Middlesex County, New Jersey

Citizenship: India

Post Office Address: 3 N Reading Road
Edison, New Jersey 08817

Customer No.: 22186

-5-

Attorney Docket No.: Banerjee 6-8-10-5

ATTACHMENT A

Attorney Name(s): Steve Mendelsohn
Ian M. Hughes

Reg. No.: 35.951
41.083

Telephone calls should be made to **Mendelsohn & Associates, P.C.** at:

Phone No.: 215-557-6657

Fax No.: 215-557-8477

All written communications are to be addressed to:

**Steve Mendelsohn
Mendelsohn & Associates, P.C.
1515 Market Street, Suite 715
Philadelphia, PA 19102**

Customer No.: 22186

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Attorney Docket No.: Banerjea 6-8-10-5



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Inventor's signature _____ Date _____

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Citizenship: India

Post Office Address: 611 Limelight Court
Edison, New Jersey 08820

Customer No.: 22186

-4-

Attorney Docket No.: Banerjea 6-8-10-5

Full name of 2nd inventor: Bahman Barazesh

Inventor's signature _____ Date _____

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Post Office Address: 17 Weathervane Way
Marlboro, New Jersey 07746

Full name of 3rd inventor: Tony S. El-Kik

Inventor's signature  Date 7-10-2000

Residence: Allentown, Lehigh County, Pennsylvania

Citizenship: USA

Post Office Address: 3869 Wedgewood Road
Allentown, Pennsylvania 18104

Full name of 4th inventor: Kannan Rajamani

Inventor's signature _____ Date _____

Residence: Edison, Middlesex County, New Jersey

Citizenship: India

Post Office Address: 3 N Reading Road
Edison, New Jersey 08817

Customer No.: 22186

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Attorney Docket No.: Banerjea 6-8-10-5

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